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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

L A MURPHY, in the right of and for the) CASE NO. C 06-03520 RMW
benefit of Altera Corporation,)

Plaintiff,)

v.)

JOHN P. DAANE, ROBERT W. REED,)
ROBERT J. FINOCCHIO, JR., KEVIN)
McGARITY, PAUL NEWHAGEN,)
WILLIAM E. TERRY, SUSAN WANG,)
DENIS M. BERLAN, NATHAN M.)
SARKISIAN, RODNEY SMITH, ERIK)
CLEAGE and MICHAEL B. JACOBS,)

Defendants,)

and)

ALTERA CORPORATION,)

Nominal Defendant.)

STIPULATION AND ~~PROPOSED~~ ORDER
CONSOLIDATING RELATED
DERIVATIVE ACTIONS

DATE: September 11, 2006
TIME: 9:00 A.M.
COURTROOM: 8, 4th Floor
JUDGE: Hon. James Ware

WHEREAS, there are currently four derivative actions pending in the Northern District of California against Nominal Defendant Altera Corporation and others arising out of a common set of facts.

WHEREAS, the parties agree that the related derivative actions involve common questions of law and fact and should be consolidated to avoid unnecessary costs and delay.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for plaintiffs and defendants, subject to the approval of the Court, as follows:

1. Under Federal Rule of Civil Procedure 42(a), the following cases are consolidated for all purposes, including, but not limited to, discovery, pretrial proceedings and trial proceedings:

Abbreviated Case Name	Case Number	Date Filed
<i>Nakhimovsky v. Berlan, et al.</i>	5:06-cv-03447-JW	May 26, 2006
<i>Murphy v. Daane, et al.</i>	5:06-cv-03520-JW	June 1, 2006
<i>Alaska Electrical Pension Fund v. Daane, et al.</i>	CV 06-03895-PVT	June 22, 2006
<i>Wayne County Employees' Retirement System</i>	CV 06-4352-RMW	July 17, 2006

2. The consolidated cases shall be identified as: *In re Altera Corp. Derivative Litig.*, Master File No. CV 06-03447-JW. Any other actions now pending or hereafter filed in this District which arise out of the same facts and claims as alleged in these related actions shall be consolidated for all purposes if and when the Court is apprised of them. The parties shall notify the Court of any other action which is now pending or thereafter filed outside of this District which may be related to the subject matter of these consolidated actions if and when they become aware of such actions.

3. Every pleading filed in these consolidated actions, or in any separate action included herein, shall bear the following caption:

STIP & [PROP] ORDER CONSOLIDATING RELATED DERIVATIVE ACTIONS - CASE NO. C 06-03520 RMW

UNITED STATES DISTRICT COURT
 NOTHERN DISTRICT OF CALIFORNIA
 SAN JOSE DIVISION

IN RE ALTERA CORP. DERIVATIVE
 LITIGATION

) Master File No. CV 06-03447 JW

) DERIVATIVE ACTION

This Document Relates To:

4. When a pleading is intended to be applicable to all actions to which this Order is applicable, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption set out above. When a pleading is intended to be applicable only to some, but not to all, of such actions, this Court's docket number for each individual action to which the paper is intended to be applicable and the last name of the first-named plaintiff in said action shall appear immediately after the words "This Document Relates To:" in the caption described above.

5. Plaintiffs shall file a Consolidated Complaint which shall be deemed the operative complaint, superseding all complaints filed in any of the actions consolidated hereunder. Plaintiffs shall file a Consolidated Complaint within 30 days of the entry of order appointing Lead Counsel. Defendants shall have 30 days to file any responsive pleading. The parties will meet and confer and report to the Court on an acceptable briefing and hearing schedule for any responsive pleadings.

Dated: *July 27, 2006*

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5 Dated: 7/26/06

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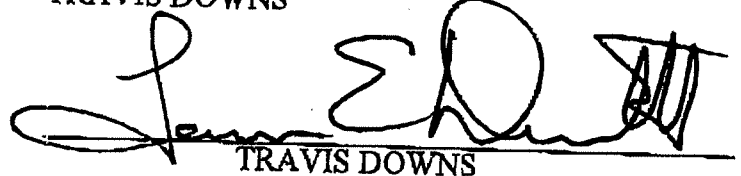
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15 Dated: July 26, 2006

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Newhagen, William E. Terry, Susan Wang, Denis M.
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Dated: *July 27, 2006*

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Attorney for Erik Cleage

1 Under F.R.C.P. 42(a), the four derivative action cases listed herein are hereby consolidated
2 for all purposes. Plaintiff shall serve a Consolidated Amended Complaint within 30 days of an
3 order appointing Lead Counsel and Defendants shall file a responsive pleading within 30 days of
4 service of the Consolidated Complaint.

5 **IT IS SO ORDERED**

6 Dated: 8/7/06


UNITED STATES DISTRICT
COURT JUDGE

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